AMENDED AND RESTATED BYLAWS

OF

MISSION VIEW PUBLIC CHARTER, INC.,

A California Nonprofit Public Benefit Corporation

The Bylaws of MISSION VIEW PUBLIC CHARTER, INC., a California nonprofit public benefit corporation ("the Corporation"), are hereby amended and restated in their entirety, as of September 6, 2011 (the "Effective Date"), as follows:

ARTICLE I
PURPOSE

Section 1. GENERAL PURPOSE. The purpose of the Corporation shall be to engage in charitable and educational purposes.

Section 2. SPECIFIC PURPOSES. The specific purpose of this Corporation is to manage, operate, guide, direct and promote one or more California public charter schools, and to conduct other educational activities to support public school students. The Corporation may also engage in any activities permitted by law relating to education and consistent with the purpose of the Corporation. The Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that does not further the purposes of the Corporation.

ARTICLE II
OFFICES

Section 1. PRINCIPAL OFFICES. The Corporation's principal office shall be located at such place in Los Angeles County, California, or elsewhere as the Board of Directors (the "Board") shall from time to time determine. The Board is granted full power and authority to change the location of the Corporation's principal office.

Section 2. OTHER OFFICES. The Board of Directors or the President may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE IV

MEMBERSHIP

Section 1. SOLE MEMBER. Educational Advancement Corporation, a California nonprofit public benefit corporation, shall be the sole Member of the Corporation.

Section 2. REQUIREMENTS FOR MEMBERSHIP. The Member may, in its discretion, admit additional members to the Corporation, under such criteria as the Member may from time to time establish.

Section 3. NO ELECTION OF OFFICERS BY THE SOLE MEMBER. The Member shall have no right or authority to select or remove Officers of the Corporation. Officers shall be elected by the Board of Directors as provided in Article VII below.

Section 4. ANNUAL MEETINGS. The Member(s) shall have an annual meeting, which shall be held on a date and time specified by the Member(s). Any date so designated by the Member(s) shall be within five (5) months after the end of the fiscal year of the Corporation and within fifteen (15) months after the last annual meeting. If the scheduled date falls on a legal holiday, the meeting shall be held on the next succeeding business day. At the meeting, Directors shall be selected by the Member(s) and other proper business may be transacted.

Section 5. SPECIAL MEETINGS. The Member, or fifty percent (50%) or more of the Members if additional Members should be admitted, may call a special meeting of the Members for any lawful purpose at any time.

Any Officer of the Corporation may call a special meeting of the Member(s) for any lawful purpose at any time. Notice of a special meeting shall be given by the Officer calling such meeting or by any other Officer of the Corporation, with such notice to be given not less than ten (10) days prior to the date of the special meeting, unless such notice is waived in writing by the Member(s).

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Meetings of the Member(s) shall be held at any place within or outside the State of California designated by the Board or by the written consent of all Members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, meetings of the Member(s) shall be held at the Corporation's principal office. Special meetings of the Member(s) shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Members participating in the meeting can hear one another, and all such Members shall be deemed to be present in person at the meeting.

Section 7. GENERAL NOTICE REQUIREMENTS. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, pursuant to Section 9 below, to each Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Member(s). For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

If any notice addressed to a Member at the address of that Member appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Members at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Member on written demand of the Member at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

Section 8. NOTICE OF PROPOSAL TO WIND UP THE AFFAIRS OF THE CORPORATION. Approval by the Member(s) of any proposal to wind up the affairs of the Corporation is valid only if the notice or written waiver of notice states the proposal to wind up the Corporation.

Section 9. MANNER OF GIVING NOTICE. Notice of any meeting of the Member(s) shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date, except, however, for special meetings, notice of which shall be given as provided in Section 5 above. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or facsimile or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 10. AFFIDAVIT OF MAILING NOTICE. An affidavit of the mailing of any notice of any meeting of the Member(s), or of the giving of such notice by other means, may be executed by the Secretary or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 11. QUORUM. A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members, except to adjourn as provided in Section 18 below.

Section 12. ELIGIBILITY TO VOTE. Subject to the California Nonprofit Corporation Law, Members in good standing on the record date, as determined by the Member designated in Section 1 above, shall be entitled to vote at any meeting of the Members.

Section 13. MANNER OF VOTING. Voting may be by voice or by ballot.

Section 14. NUMBER OF VOTES. Each Member entitled to vote may cast one (1) vote on each matter submitted to a vote of the Members.

Section 15. APPROVAL BY MAJORITY VOTE. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 16. WAIVER OF NOTICE. The transactions of any meeting of the Member(s), however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of winding up the Corporation, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 17. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by the Member(s) may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Member(s).

Section 18. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS. Any meeting of the Member(s), whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a meeting of the Member(s) is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting as determined by the Member designated in Section 1 above. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

ARTICLE V
BOARD OF DIRECTORS

Section 1. MANAGEMENT. The Board of Directors shall manage the business and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as otherwise authorized by statute, the Articles of Incorporation, these Bylaws, and resolutions duly adopted by the Board.

Section 2. NUMBER OF DIRECTORS. The authorized number of Directors shall be not less than three (3) nor more than five (5) unless changed by a duly adopted amendment to these Bylaws.

Section 3. DESIGNATION AND TERM OF OFFICE OF DIRECTORS. Directors shall be designated by the Member(s) for terms of one (1) year, and may be designated for any number of consecutive terms. Each Director, including a Director designated to fill a vacancy, shall hold office until the expiration of the term for which designated and until a successor has been designated by the Member(s) or until his or her earlier death, resignation or removal. No Director shall simultaneously serve as a Director or Officer of this Corporation and as a Director or Officer of any Member.

Section 4. VACANCIES. The Member(s) if additional members are admitted, shall have the exclusive power to appoint or designate Directors of the Corporation.

Any Director may resign by giving written notice to the President. The resignation shall be effective upon receipt of the written notice by the President or upon such later date as may be stated in the notice.

Section 5. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No Director shall own any interest in any vendor or other business entity with which the Corporation engages in any business or contractual relationship of any kind.

Section 6. REMOVAL OF DIRECTOR. Any Director may be removed from office with or without cause by the Member(s).

Section 7. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and these Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to this general grant of power, and subject to the provisions of the California Nonprofit Corporation Law and these Bylaws, the Directors shall have the power to:

(a) Select and remove all Officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Approve indemnification of Directors, Officers, and agents;

(c) Change the principal executive office or the principal business office of the Corporation in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of California; and designate any place within or without the State of California for the holding of any meeting or meetings, including annual meetings;

(d) Adopt, make, and use a corporate seal and alter the form of the seal;

(e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

(f) Delegate the management of the activities of the Corporation to a nonprofit or for profit management organization, or to any other qualified persons, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors and subject to the requirements set forth in Section 1 of Article XI below;

Section 8. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of California designated from time to time by resolution of the Board. In the absence of any such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 9. ANNUAL MEETING. The Board of Directors shall hold an annual meeting each year on a date and at a time designated by the President or Board of Directors. The date designated shall be within five (5) months after the end of the fiscal year of the Corporation and within fifteen (15) months of the last annual meeting. At each such meeting, any business to come before the Board may be conducted, including election of Officers. If the day of the scheduled meeting falls on a legal holiday, then the meeting shall be held at the same time and place on the next succeeding business day.

Section 10. OTHER REGULAR MEETINGS. Other regular meetings of the Board shall be held without call at such times and places as shall be fixed by the Board.

Section 11. SPECIAL MEETING. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, any Vice President, the Chief Financial Officer, the Secretary, or any two (2) Directors. There shall be four (4) days' notice of special meetings given by first class mail or forty-eight (48) hours' notice delivered personally or by telephone facsimile or other electronic communication.

Section 12. NOTICE OF MEETINGS. All notices of meetings shall be sent or otherwise given in accordance with Section 13 below, not less than ten (10) nor more than sixty (60) days before the date of the meeting; however, for special meetings, four (4) days advance notice shall be given as provided in Section 11 above. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the President or the Board of Directors, at the time of giving the notice, intends to present for action by the Board of Directors.

Section 13. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE. Notice of any meeting requiring a notice shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the Directors at the address of each Director appearing on the books of the Corporation or given by the Director to the Corporation for the purpose of notice. If no such address appears on the Corporation's books or is given, notice shall be deemed to have been given if sent to that Director by first-class mail or telegraphic or other written communication to the Corporation's principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a Director at the address of that Director appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Director at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Director on written demand of the Director at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

An affidavit of the mailing or other means of giving any notice of any Directors' meeting shall be executed by the Secretary of the Corporation giving the notice, and shall be filed and maintained in the minute book of the Corporation.

Section 14. WAIVER OF NOTICE OF MEETING. Notice of a meeting need not be given to a Director who signs a waiver of notice or a written consent to hold the meeting, or who signs an approval of the minutes of such meeting. Notice need not be given to a Director who attends the meeting without protest, prior thereto or at its commencement, of the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 15. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 17. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the provisions of Section 5233 the California Corporations Code ("Code") (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), Section 5212 of the Code (as to appointment of committees), and Section 5238 of the Code (as to indemnification of Directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 16. ACTION BY BOARD WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors of the Board shall individually or collectively consent to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 17. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting.

Section 18. FEES AND COMPENSATION OF DIRECTORS. Directors shall receive a reasonable stipend for their services, and shall be reimbursed for all expenses reasonably incurred in connection with their service as Directors.

ARTICLE VI
COMMITTEES

Section 1. COMMITTEES OF THE BOARD. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two (2) or more Directors, and such non-Directors as the Board shall determine, to serve at the pleasure of the Board. The Board may designate one or more Directors or non-Directors, as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Section 2. AUDIT COMMITTEE. Except as otherwise provided in this Section, the Board of Directors shall appoint an Audit Committee to oversee the preparation of annual audited financial statements. The Audit Committee may include individuals who are not members of the Board of Directors, but the members of the Audit Committee shall not include any members of the staff, including the President or Chief Executive Officer and the Chief Financial Officer. In addition, the Audit Committee must be separate from the Finance Committee, if such a committee shall be appointed: members of the Finance

Committee may serve on the Audit Committee but the chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half (½) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board and shall not have a material financial interest in any entity doing business with the Corporation.

Subject to the supervision of the Board of Directors, the Audit Committee shall have the following responsibilities:

(a) Recommending to the Board of Directors the retention and termination of the independent auditor selected to prepare the Corporation's audited financial statements;

(b) Negotiating the compensation of the independent auditor on behalf of the Board of Directors;

(c) Conferring with the auditor to satisfy the Audit Committee members that the financial affairs of Corporation are in order;

(d) Reviewing and determining whether to accept the audit prepared by the independent auditor; and

(e) Approving the performance of any non-audit related services provided by the independent auditor.

Notwithstanding the foregoing, if the Corporation is not required to comply with California Government Code Section 12586(e), or any successor statute thereto, then the Corporation shall not be required to appoint an Audit Committee as set forth in this Section.

Section 3. AUTHORITY. Any committee consisting entirely of Directors shall, to the extent provided in the resolution of the Board, have all the authority of the Board, except:

(a) The filling of vacancies in any committee;

(b) The fixing of compensation of the Directors for serving on the Board or on any committee;

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(e) The appointment of any other committees of the Board of Directors or the members of these committees.

Notwithstanding the foregoing, if a committee has one (1) or more members who are not Directors, the committee shall not have the authority of the Board, but rather shall act only in an advisory capacity and present its findings and recommended course of action to the Board, for vote by the Board.

Section 4. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and the committee members for the Board of Directors, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; notice of special meetings of committees shall also be given to all alternate committee members, who shall have the right to attend all meetings of the committee; and any committee not consisting entirely of Directors shall not have the authority of the Board. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII
OFFICERS

Section 1. OFFICERS. The Officers of the Corporation shall be a President, Vice President, Secretary and Chief Financial Officer. Any number of offices may be held by the same person except as otherwise provided in the Articles of Incorporation or in these Bylaws, and except that neither the Secretary nor the Chief Financial Officer may serve concurrently as President. No Officer of the Corporation may serve as a Director of a Member.

Section 2. ELECTION OF OFFICERS. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 4 of this Article VII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board.

Section 3. REMOVAL AND RESIGNATION OF OFFICERS. Any Officer may be removed at any time with or without cause by the Board. An Officer may resign at any time by giving written notice to the Board. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4. VACANCY IN THE OFFICE OF THE PRESIDENT. A vacancy in the office of the President because of death, resignation, removal, disqualification or any other cause shall be immediately filled in the following succession: Vice President; Secretary; Chief Financial Officer; or such other order as shall be fixed by resolution of the Board.

Section 5. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 6. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President by the Board of Directors or the Bylaws.

Section 7. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors , with the time and place of holding such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present.

The Secretary shall keep or shall cause to be kept, at the principal California office, copies of the Articles of Incorporation and Bylaws.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the

Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, hold harmless and defend each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation if such person was found by the Board to be acting in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation, and, in case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. For purposes of this Section, an "agent" of the Corporation includes any person or entity who is or was a Member, Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Member, Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE IX

RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF BYLAWS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Bylaws as amended to date.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the Board of Directors, and of the Member(s) to the extent such records pertain to the Corporation, shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form. The Corporation's annual tax returns shall also be available for public inspection at the Corporation's principal office during regular business hours.

Section 3. MEMBERS' RIGHT TO INSPECT ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and the Member(s), at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection, copying and making of extracts may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 4. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation, and the records of any subsidiary of the Corporation. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 5. FINANCIAL STATEMENTS. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation.

Section 6. ANNUAL REPORT. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. The report shall contain the following information, in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds;

(c) The Corporation's revenue or receipts, both restricted and unrestricted to particular purposes;

(d) The Corporation's expenses or disbursements for both general and restricted purposes; and

(e) An independent accountants' report, or if none, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

The requirement of an annual report shall not apply if the Corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

Section 7. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Directors, or as a separate report if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Corporation (or its parent or subsidiary) was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an interested person is either:

(1) Any Director or Officer of the Corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any Officer or Director of the Corporation under Article VII of these Bylaws, unless that indemnification has already been approved, pursuant to Section 5238 of the Code, by a majority of Directors who are not "interested persons."

ARTICLE X
GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an Officer, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

ARTICLE XI
CONFLICTS OF INTEREST; TRANSACTIONS WITH AND LOANS TO MEMBERS, DIRECTORS AND OFFICERS

Section 1. CONFLICTS OF INTEREST. No Director or Officer of this Corporation or any other corporation, firm, association or other entity in which one (1) or more of this Corporation's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation or any corporation in which this Corporation is a member or holds any ownership interest unless (a) the material facts regarding the Director or Officer's financial interests in such contract or transaction are fully disclosed in good faith and noted in the minutes, or are known to all Directors of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the uninterested Directors of the Board; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

Section 2. LOANS TO MEMBERS, DIRECTORS AND OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Member, Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Member, Director or Officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE XII

AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed only by the vote of seventy percent (70%) or more of the total voting interests (a "Super Majority") of the Members.

ARTICLE XIII

WINDING UP AND DISSOLUTION

Section 1. PROCEDURE. This Corporation may be wound up and dissolved upon Super Majority votes of both the Board of Directors and the Members.

Section 2 . DISTRIBUTION OF ASSETS. The assets of the Corporation shall be distributed and allocated as provided herein. Any assets of the Corporation not distributed as provided above shall be distributed to such tax-exempt charitable organizations as may meet the general objectives and mission of the Corporation, or to a community foundation or other charitable organization which will carry out the Corporation's mission, in such manner as the Board of Directors deems reasonable and appropriate; provided, however, that all organization receiving such assets shall be an exempt organization referred to in Section 501(c)(3) and Section 509(a)(1), (2), (3) or (4) of the Internal Revenue Code. Such termination and dissolution shall be subject to and bound by all then applicable requirements of the Internal Revenue Code and California Nonprofit Law, and with such approval and consent as may be required by the Internal Revenue Service and California Attorney General.

[End of text]

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of MISSION VIEW PUBLIC CHARTER, INC.; and

(2) That the foregoing Bylaws, comprising nineteen (19) pages, constitute the Bylaws of such corporation as duly adopted by the Board of Directors as of the 6th day of September, 2011.

IN WITNESS WHEREOF, I have hereto subscribed my name this _____ day of September, 2011.

Robert Dortch

John Dortch
Board Secretary

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